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February 8, 1995

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Recordation No. 16688 - K and L

RECORDATION NO. 16688-1 FILED 1425

FEB 8 1995 -3 20 PM

INTERNATIONAL BUREAU OF COMMISSIONS

Dear Mr. Williams:

On behalf of First Security Bank of Utah, N.A., I submit for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder, executed counterparts of two secondary documents, not previously recorded. The first of the two documents is entitled Security Agreement and Trust Indenture Supplement No. 5 dated as of December 12, 1994 and is to be recorded under Recordation No. 16688-K and the second of the two documents is entitled Security Agreement and Trust Indenture Supplement No. 6 dated as of December 13, 1994 and is to be recorded under Recordation No. 16688-L (hereinafter together referred to as "Supplements").

The parties to both of the enclosed Supplements are:

First Security Bank of Utah, N.A.- OWNER TRUSTEE/SECURED PARTY  
79 South Main Street  
Salt Lake City, Utah 84111-0007

Bank of America Illinois - INDENTURE TRUSTEE/DEBTOR  
231 South LaSalle Street  
Chicago, IL 60697

The said Supplements each act to change the identification numbers of certain units in Schedule A of that certain Security Agreement and Trust Indenture (as supplemented) dated as of December 14, 1989 between the above parties, filed and recorded with the Interstate Commerce Commission December 28, 1989 under 16688-B.

The units of equipment covered by the Supplements are, as to Supplement No. 5, seven (7) units identified in Schedule A thereof and as to Supplement No. 6, sixteen (16) units identified in Schedule A, five (5) units identified in Schedule A-1, twelve (12) units identified in Schedule A-2 and twenty-seven (27) units identified in Schedule A-3 thereof.

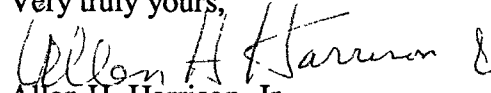
A short summary for each of the two Supplements to appear in the ICC Index is as follows:

"Change of identification numbers for some units in Security Agreement and Trust Indenture under 16688-B."

Enclosed is a check in the amount of forty-two dollars (\$42.00) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterparts of the documents not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.

*Attorney for the purpose of this  
filing for First Security Bank  
of Utah, N.A.*

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423  
*Enclosures*  
8310-020  
BY HAND

**SECURITY AGREEMENT AND TRUST INDENTURE  
SUPPLEMENT NO. 6**

**SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 6** ("TRUST INDENTURE SUPPLEMENT NO. 6") dated as of December 13, 1994, between FIRST SECURITY BANK OF UTAH, N.A., a national banking association, not individually but solely as Owner Trustee ("Owner Trustee") under RAIL TRUST NO. 89-6, and BANK OF AMERICA ILLINOIS (the "Indenture Trustee").

**WHEREAS**, Owner Trustee and Indenture Trustee are parties to a Security Agreement and Trust Indenture, as supplemented (as supplemented, the "Trust Indenture") dated as of December 14, 1989, between Owner Trustee and Indenture Trustee, which was filed and recorded with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303(a) on December 28, 1989, and given Recordation No. 16688-B; and

**WHEREAS**, Section 3.6 of the Trust Indenture provides that, upon the concurrence of both the Owner Trustee and the Indenture Trustee, the Owner Trustee shall exercise any right conferred upon the Owner Trustee to terminate, amend, supplement, waive or modify the Lease (defined hereinbelow) pursuant to Section 22.7 thereof; and

**WHEREAS**, the Owner Trustee, as Lessor, leased to GE Capital Railcar Associates, Inc. (the "Lessee"), as assignee to the interest of IteL Rail Corporation, five hundred twenty-eight (528) units of railroad equipment pursuant to an Equipment Lease Agreement, as supplemented (as supplemented, the "Lease"), dated as of December 14, 1989 between the Owner Trustee, as Lessor, and the Lessee, which was filed and recorded with the Interstate Commerce Commission

("ICC") pursuant to 49 U.S.C. Section 11303(a) on December 28, 1989, and given Recordation No. 16688 and

**WHEREAS**, the Lease requires the Owner Trustee and the Lessee to file periodic supplements to the Lease to reflect changes in the reporting marks of certain of the units of Equipment; and

**WHEREAS**, to perfect the security interest granted to the Indenture Trustee under the Trust Indenture, the Trust Indenture requires the Owner Trustee to file periodic supplements to the Trust Indenture to reflect the same changes in reporting marks of certain of the units of Equipment set forth in periodic supplements to the Lease.

**NOW, THEREFORE**, pursuant to the premises and the covenants and promises contained in the Trust Indenture, the parties hereby agree as follows:


1. All capitalized terms used herein shall have the meanings ascribed to them in the Trust Indenture, unless otherwise stated.
2. The Trust Indenture is hereby supplemented as follows:
  - (i) Schedule A, A-1, A-2 and A-3 (separated per quarterly mark changes) attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1993 to December 31, 1993.

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee has caused this Indenture Supplement to be executed on their behalf by their respective duly authorized officers.

**FIRST SECURITY BANK OF UTAH, N.A.,**  
not individually but solely as Owner Trustee under  
Rail Trust No. 89-6

By   
Name: **LARRY C MONTGOMERY**  
Title: **Trust Officer**

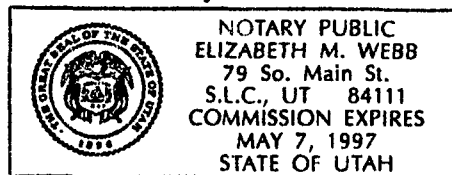
**BANK OF AMERICA ILLINOIS**  
Indenture Trustee under Rail Trust No. 89-6

By   
Name: **DEBORAH E. TAYLOR**  
Title: **VICE PRESIDENT**

STATE OF UTAH )  
 ) SS.  
COUNTY OF SALT LAKE )

On this 20th day of January, 1995, before me personally appeared LARRY C MONTGOMERY, personally known to me to be the person who executed the within instrument as a Trust Officer of FIRST SECURITY BANK OF UTAH, N.A., and acknowledged to me that the corporation executed it.

Elizabeth M. Webb  
Notary Public



STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

On this 30th day of January, 1995, before me personally appeared DEBORAH F TAYLOR, personally known to me to be the person who executed the within instrument as a VICE PRESIDENT of BANK OF AMERICA ILLINOIS, and acknowledged to me that the corporation executed it.

Christine Lynn Fride  
Notary Public



**SECURITY AND TRUST INDENTURE  
SUPPLEMENT NO. 6  
TO RAIL TRUST NO. 89-6**

**SCHEDULE A  
Remarks for Period 1/1/93 to 12/31/93**

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
FRDN	003062	TCWR	020109
HS	020126	TCWR	020126
HS	020127	TCWR	020127
HS	020128	TCWR	020128
HS	020129	TCWR	020129
HS	020141	TCWR	020141
ITLX	020045	CC	003025
TBER	005057	ITLX	040638
IC	245838	CWP	002019
IC	245839	CWP	002020
IC	245840	CWP	002021
IC	245841	CWP	002022
IC	245844	CWP	002023
IC	245849	CWP	002024
WICT	041204	WSOR	041204
WICT	041205	WSOR	041205

**SECURITY AND TRUST INDENTURE  
SUPPLEMENT NO. 6  
TO RAIL TRUST NO. 89-6**

**SCHEDULE A-1**

**Remarks for Period 1/1/93 to 12/31/93**

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
TBER	005026	ITLX	040615
IC	245842	CWP	002028
IC	245845	CWP	002032
IC	245847	CWP	002025
IC	245848	CWP	002026



**SECURITY AND TRUST INDENTURE  
SUPPLEMENT NO. 6  
TO RAIL TRUST NO. 89-6**

**SCHEDULE A-2**

**Remarks for Period 1/1/93 to 12/31/93**

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
LNAC	001001	CAGY	001116
LNAC	001004	CAGY	001114
LNAC	001011	CAGY	001112
LNAC	001013	CAGY	001120
LNAC	001015	CAGY	001115
LNAC	001022	CAGY	001118
LNAC	001028	CAGY	001127
LNAC	001044	CAGY	001128
LNAC	001055	CAGY	001117
LNAC	001068	CAGY	001119
LNAC	001072	CAGY	001121
LNAC	001079	CAGY	001113

**SECURITY AND TRUST INDENTURE  
SUPPLEMENT NO. 6  
TO RAIL TRUST NO. 89-6**

**SCHEDULE A-3**

**Remarks for Period 1/1/93 to 12/31/93**

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
HS	014326	SLR	001780
HS	014341	SLR	001791
HS	014347	DL	011016
LVAL	011014	DL	011014
LVAL	011016	HS	014337
LNAC	001002	CAGY	001130
LNAC	001006	CAGY	001132
LNAC	001008	CAGY	001123
LNAC	001016	CAGY	001133
LNAC	001029	CAGY	001125
LNAC	001031	CAGY	001136
LNAC	001035	CAGY	001124
LNAC	001042	CAGY	001126
LNAC	001047	CAGY	001131
LNAC	001054	CAGY	001135
LNAC	001060	CAGY	001129
LNAC	001066	CAGY	001134
LVAL	011006	DL	011006
ENTRY	000222	CC	224001
ENTRY	000223	CC	224002
ENTRY	000224	CC	224003
ENTRY	000225	CC	224004
ENTRY	000226	CC	224005
IC	245843	CC	224011
IC	245846	CC	224012
LRWY	05000	DL	050000
LRWY	05004	DL	050004,